

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE
BALLY TOTAL FITNESS OF GREATER
NEW YORK, INC., et al.,
Debtors.

Chapter 11

) Case No. _____
) (Jointly Administered Requested)

AFFIDAVIT OF TABULATION OF VOTES WITH RESPECT TO JOINT PREPACKAGED
CHAPTER 11 PLAN OF REORGANIZATION OF BALLY TOTAL FITNESS
HOLDING CORPORATION AND ITS AFFILIATE DEBTORS

State of New York

County of New York

)
) ss:

Simon Coope, being duly sworn, deposes and says:

1. I am a Senior Vice President of MacKenzie Partners, Inc. ("MacKenzie"), 105 Madison Avenue, New York, NY 10016, the voting, information, and tabulation agent for Bally Total Fitness Holding Corporation ("Bally") and certain of its affiliate, debtors and debtors-in-possession in the above-captioned jointly administered bankruptcy cases (collectively, the "Debtors").

Impaired Classes Entitled to Vote

2. MacKenzie was required to, among other things, receive, tabulate, and report on the ballots cast by holders in the following impaired classes: (i) Class 5 – Prepetition Senior Notes Claims; and (ii) Class 6A – Prepetition Senior Subordinated Notes Claims.

Voting Procedures

3. All master ballots, and where appropriate beneficial ballots, cast by creditors set forth in paragraph 2 hereof were required to be mailed to MacKenzie Partners, Inc., Ballot Tabulation, Madison Square Station, P.O. Box 865, New York, NY 10010, or delivered by facsimile, hand or overnight courier, so as to be received no later than 4:00 p.m., Eastern Standard Time, on July 27, 2007 (the "Voting Deadline").

4. Upon receipt, all ballots were removed from the envelopes (or obtained from the facsimile machine) and the number and amount of ballots received were tallied and accounted for on a daily basis. In order for a ballot to be counted as valid, it had to contain sufficient information to permit the identification of the claimant, be signed by the claimant or an authorized agent, and cast as an acceptance or rejection of the Plan.

Voting Summary

5. More than two-thirds in amount and one-half in number of the creditors in Class 5 who voted on the Plan voted to accept the Plan. More than two-thirds in amount and one-half in number of the creditors in Class 6-A who voted on the Plan voted to accept the Plan.

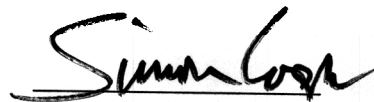
Class 5

Principal or Claim Amount Voting to Accepting the Plan	<u>\$276,532,800</u>	% of Principal or Claim Amount Voting to Accept the Plan	<u>98.931%</u>
Principal or Claim Amount Voting to Rejecting the Plan	<u>\$2,988,000</u>	% of Principal or Claim Amount Voting to Rejecting the Plan	<u>1.069%</u>

Class 6-A

Principal or Claim Amount Voting to Accepting the Plan	<u>\$203,877,690</u>	% of Principal or Claim Amount Voting to Accept the Plan	<u>99.999%</u>
Principal or Claim Amount Voting to Rejecting the Plan	<u>\$2,000</u>	% of Principal or Claim Amount Voting to Rejecting the Plan	<u>0.0001%</u>

Thus, classes entitled to vote on the Plan voted in favor of and to accept the Plan.



SIMON COOPE
Senior Vice President
MacKenzie Partners, Inc.
105 Madison Avenue
New York, NY 10016

Sworn to and subscribed before me this
27th day of July 2007



SYLVIA PANARITES
Notary Public, State of New York

SYLVIA PANARITES
Notary Public, State of New York
No. 01PA495650
Qualified in Richmond County
Commission Expires April 29, 2010